



# **A G E N D A**

## **REGULAR MEETING**

### **Governing Board of the Alameda Corridor Transportation Authority**

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Meeting Date:	July 13, 2023
Time:	10:00 A.M.
Location:	Long Beach City College Liberal Arts Campus Board Room 4901 East Carson Street, Building T1100 Long Beach, CA 90808

The public can attend the meeting in person or view the meeting online via Zoom. No Public Comments will be accepted via Zoom.

Zoom access information below:  
<https://us02web.zoom.us/j/5622477111>  
Meeting ID: 562 247 7111  
Passcode: boardmtg

Public Comments about Agenda Items can be made in person during the live meeting at the meeting location or submitted via email.

Email: [PublicComment@acta.org](mailto:PublicComment@acta.org)  
Sender's name and contact information are appreciated.

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#### **A. ROLL CALL**


#### **B. OPENING STATEMENT**

Persons in the audience who wish to address the Governing Board on any agenda item are invited to identify themselves when that agenda item is called. Persons wishing to address the Governing Board on an item not on the agenda but within the subject matter jurisdiction of the Board should ask to be recognized during the agenda item entitled "Public Comment on Non-Agenda Items". Each public speaker will be limited to three minutes to comment on each agenda item.

Members of the public may view the meeting using the Zoom link set forth on the agenda. No Public Comments will be accepted via Zoom.

Public comments will be accepted by email. Please submit your written comments prior to 3:00 p.m. on the day before the scheduled meeting to have your comment read into the record during the meeting, limited to three minutes. Any email received after 3:00 p.m. on the day before the meeting but before the end of the meeting will be included in the minutes of the meeting, limited to one page.

The Governing Board may consider and act upon items as set forth on the agenda. Ordinarily, the Governing Board will not act on any matter which does not appear on the published agenda.



**C. CLOSED SESSION**

Public Employee Performance Evaluation for Chief Executive Officer (Government Code Section 54957)

**D. AGENDA ITEMS**

**Reports:**

1. INFORMATION May 2023 Performance Report
2. INFORMATION Groundwork for Increasing Cargo Transportation by Rail

**Consent Agenda:**

3. APPROVE Minutes of the June 1, 2023, Regular Board Meeting of the Alameda Corridor Transportation Authority
4. RECEIVE AND FILE Financial Reports for April 2023

**Regular Agenda:**

5. APPROVE Election of Chair and Vice-Chair for FY24
6. APPROVE Amendment No. 1 to Agreement No. C0892 with Faye Business Systems Group, Inc. for Web Design, Development & Support Services to add 3 years to the agreement, modify the scope of services and rates, and add additional funding
7. DISCUSS AND APPROVE proposed adjustments to the ACTA Chief Executive Officer Salary and Benefits Package (JPA Resolution JPA No. 23-4) and approve an amendment to the FY2023-2024 ACTA Annual Budget to account for any approved adjustments

**E. PUBLIC COMMENT ON NON-AGENDA ITEMS**

**ADJOURNMENT**

As a covered entity under Title II of the Americans with Disabilities Act, the Alameda Corridor Transportation Authority (ACTA) does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities. Sign language interpreters, assistive listening devices, and translation services may be provided. To ensure availability, 72-hour advance notice is required. Contact the ACTA Office at (562) 247-7777.

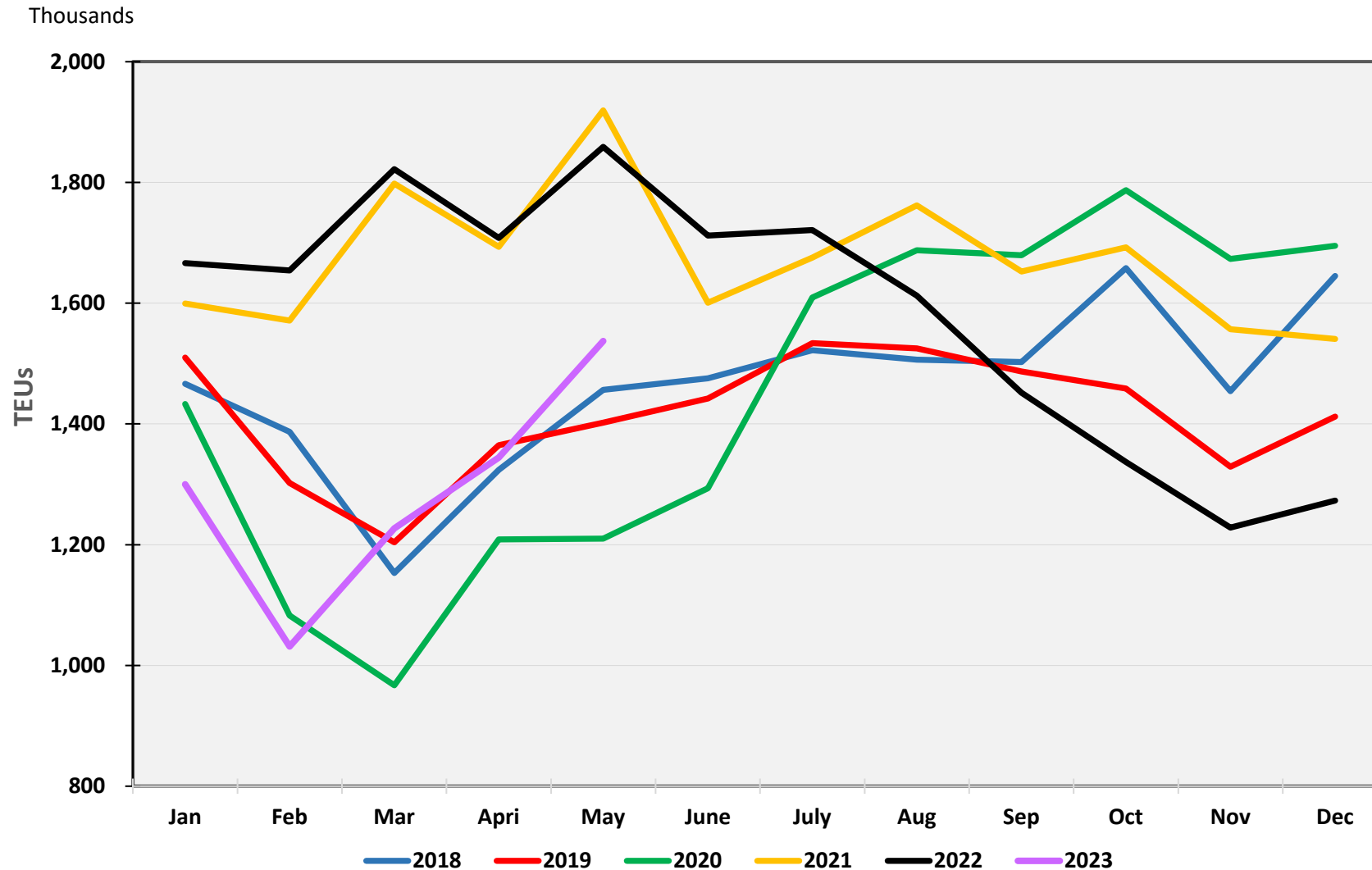
# *Item 1*

## **Performance Report May 2023**

## Port Container Throughput (TEUs) – May 2023

	POLA		POLB		Combined	
	May-23	% Change*	May-23	% Change*	May-23	% Change*
<b>Imports</b>	409,150	- 18.2%	361,661	- 17.2%	770,811	- 17.7%
<b>Exports</b>	101,741	- 19.0%	127,870	8.1%	229,611	- 5.9%
<b>Total Loaded</b>	<b>510,891</b>	<b>- 18.3%</b>	<b>489,531</b>	<b>- 11.8%</b>	<b>1,000,422</b>	<b>- 15.3%</b>
<b>Empty</b>	268,249	- 21.6%	268,695	- 20.0%	536,944	- 20.8%
<b>Total</b>	779,140	- 19.5%	758,226	- 14.9%	1,537,366	- 17.3%
	<b>YTD</b>	<b>% Change*</b>	<b>YTD</b>	<b>% Change*</b>	<b>YTD</b>	<b>% Change*</b>
<b>Imports</b>	1,694,248	- 26.4%	1,472,617	- 28.0%	3,166,865	- 27.2%
<b>Exports</b>	473,346	- 11.2%	600,587	0.9%	1,073,933	- 4.8%
<b>Total Loaded</b>	<b>2,167,594</b>	<b>- 23.6%</b>	<b>2,073,204</b>	<b>- 21.5%</b>	<b>4,240,798</b>	<b>- 22.6%</b>
<b>Empty</b>	1,136,749	- 33.2%	1,062,400	- 30.7%	2,199,149	- 32.0%
<b>Total</b>	3,304,343	- 27.2%	3,135,604	- 24.8%	6,439,947	- 26.1%

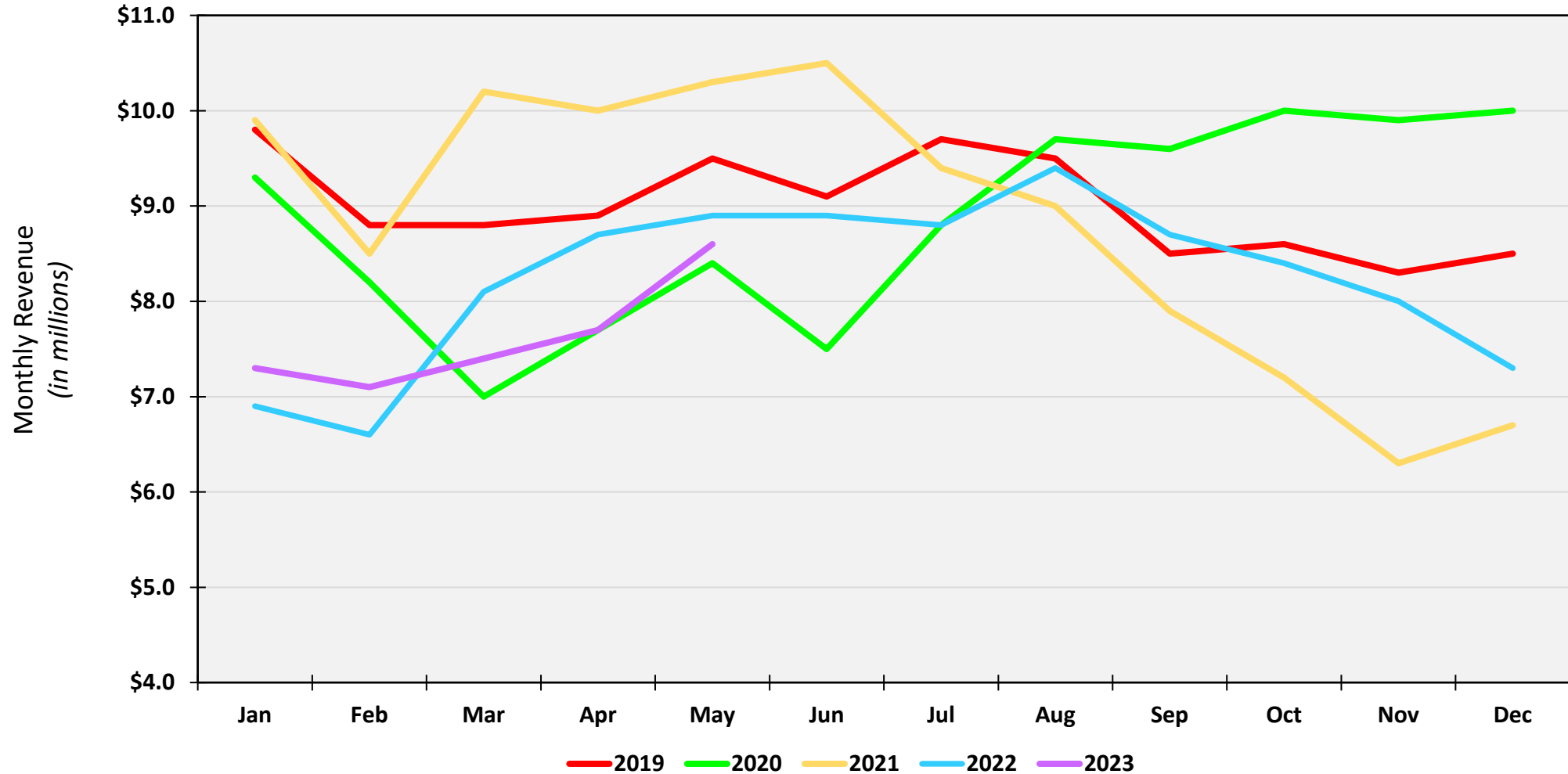
# SP Bay Port TEUs Trends through May 2023



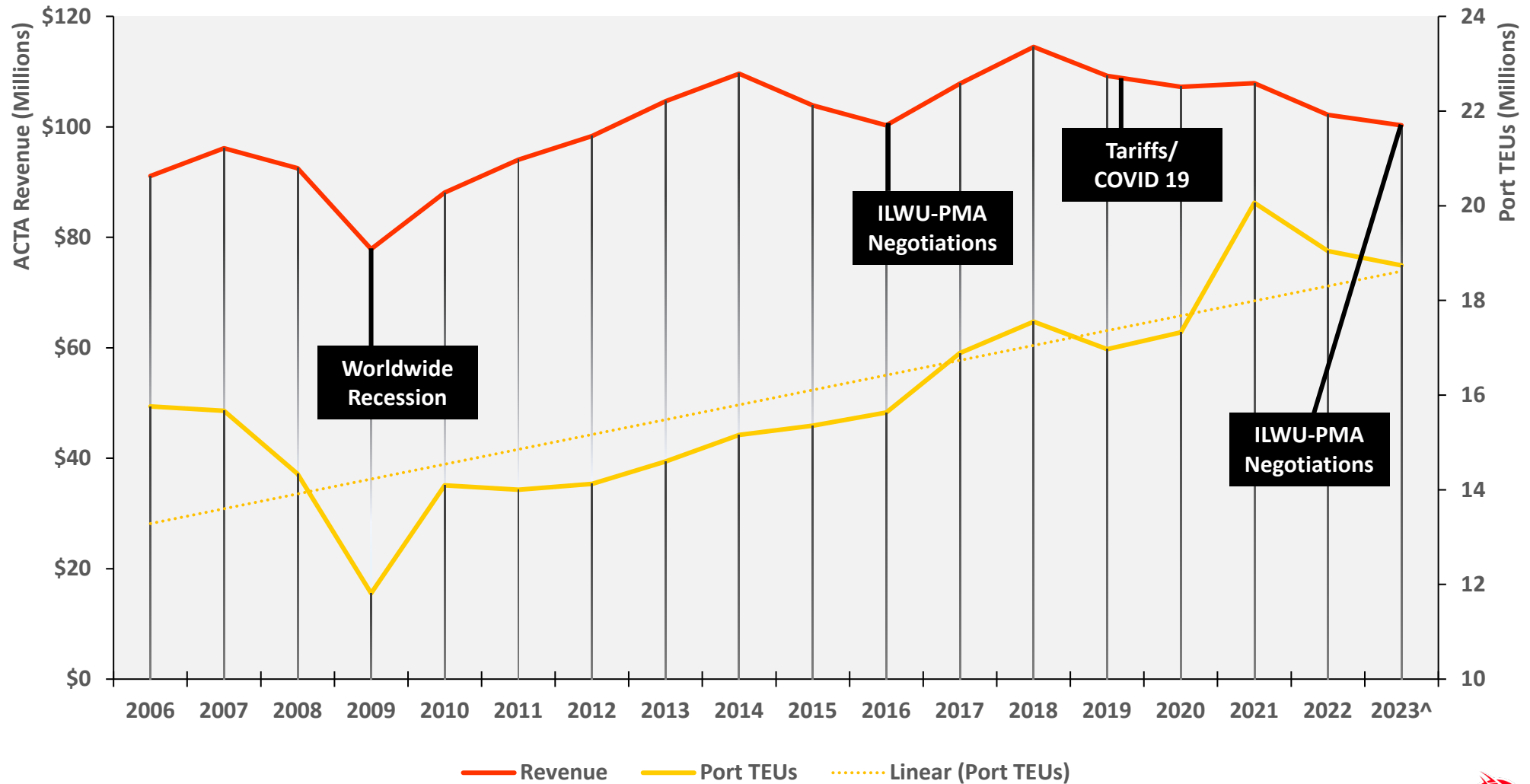
# Alameda Corridor Performance May 2023

	May 2023	CY23	FY23
<b>Revenue</b>	\$8.6 M	\$38.2 M	\$88.9 M
Change from 2022	- 4.2 %	- 2.5 %	3.7 %
<b>TEU's</b>	377,080	1,674,647	4,136,398
Change from 2022	- 10.1 %	- 7.5 %	0.1 %

# Corridor Revenue Performance CY2019 to CY2023



# ACTA Revenue & Port TEUS



^ Projected Total

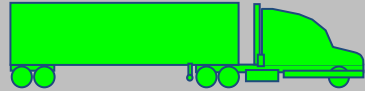


# Container Cargo Mode Splits

(POLA/POLB Imports CY 2022)

## Via Truck:

40.7%



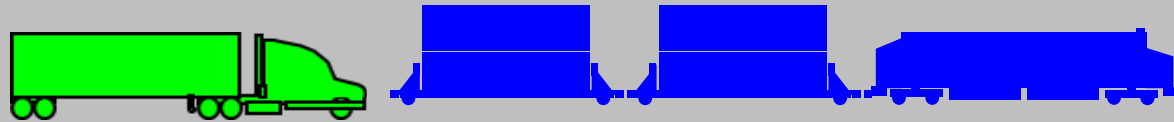
## Via Rail:

21%



On-Dock

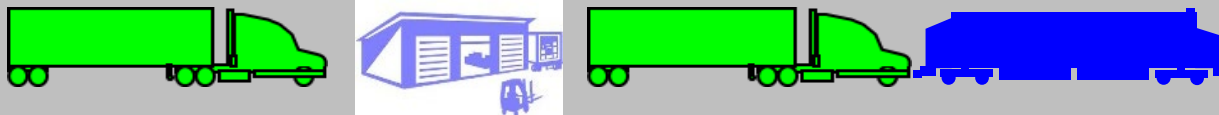
3.3%



Off-Dock

Transload  
Facility

35%



Transload  
to Rail



# ACTA

Alameda Corridor Transportation Authority

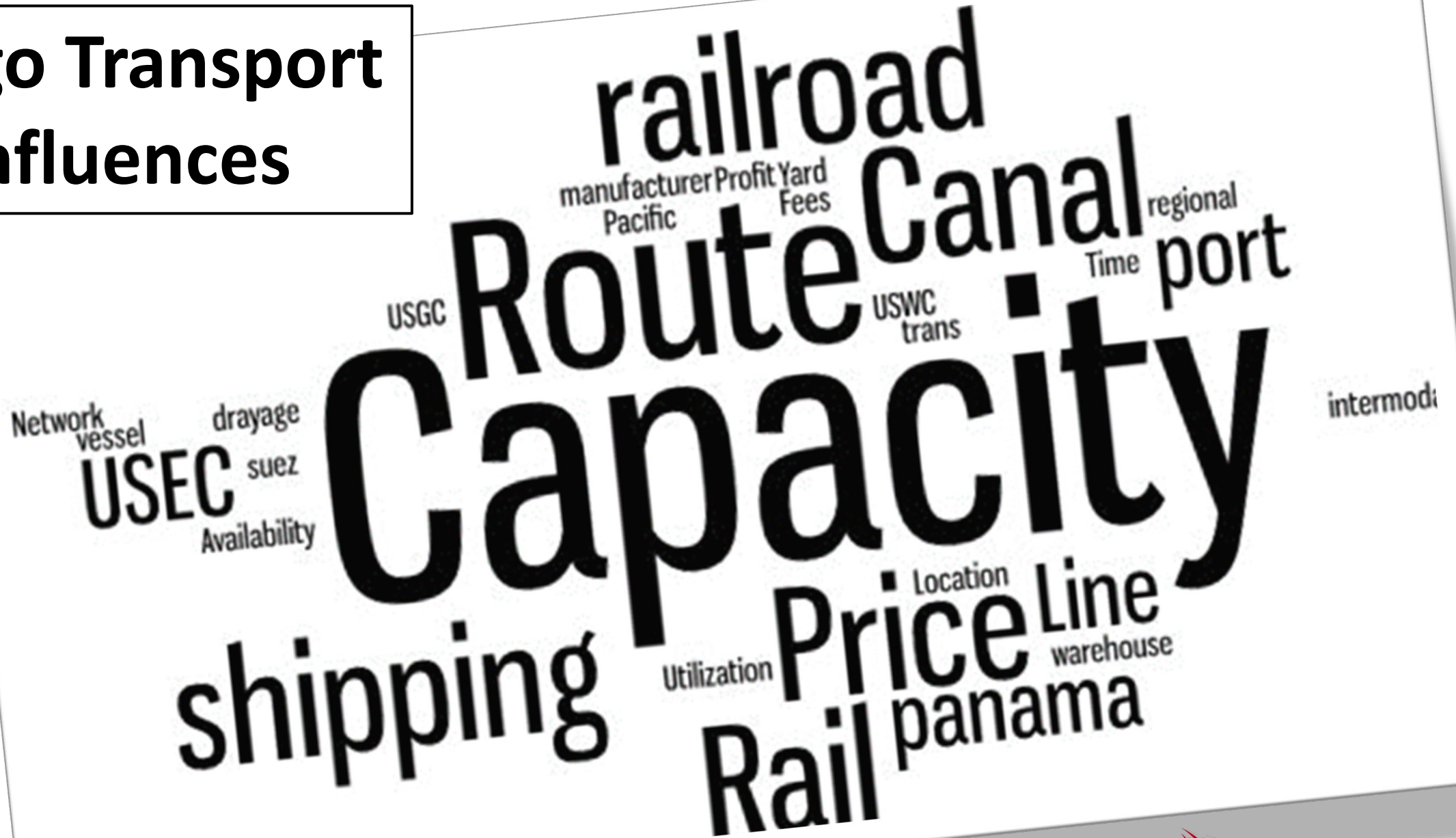
*Item 2*

# Groundwork for Increasing Cargo Transportation by Rail

ACTA Governing Board

July 13, 2023

# Cargo Transport Influences



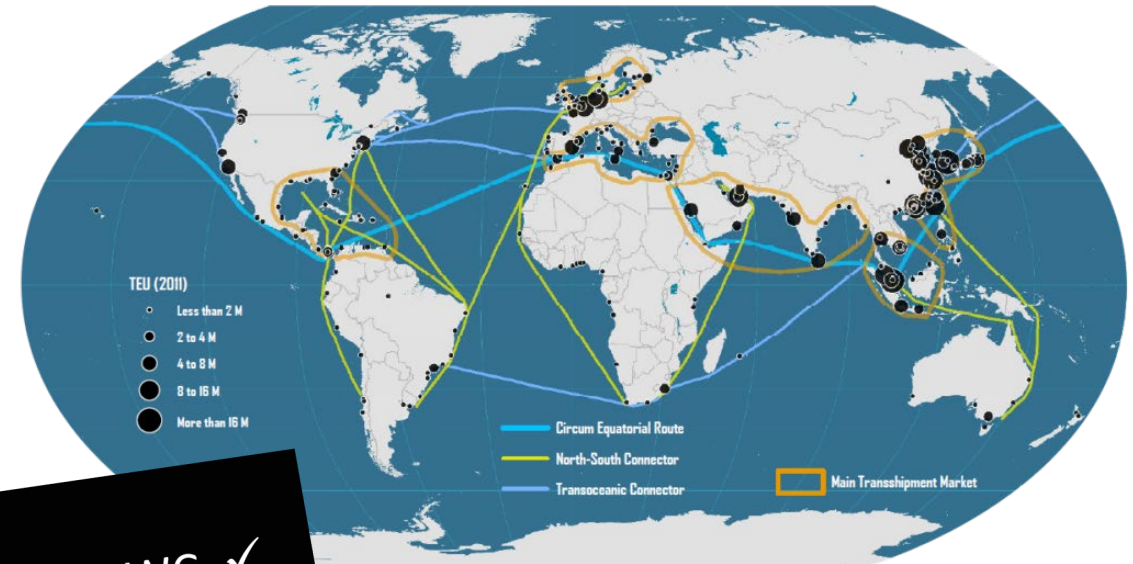
# What We Can't Control

Manufacturer Location

Shipping Line Price

Shipping Line Fees

Vessel Utilization



## Shipping Route

Trans-Pacific to USWC ✓

Panama Canal to USEC

Panama Canal to USGC

Suez Canal to USEC

# What We Might Influence

Shipping Time

Railroad Price/Profit

Drayage Price/Profit

Class I Railway Capacity

Warehouse Availability

Highway Capacity



## Shipping Route

- Trans-Pacific to USWC ✓
- Panama Canal to USEC
- Panama Canal to USGC
- Suez Canal to USEC

## Landside Transport

- Direct Intermodal (IPI) ✓
- Short-haul Rail ✓
- Long-haul Truck
- East/Gulf by Rail or Truck

# What We Can Control

Port Capacity

On-dock Capacity

Port Rail Network Capacity

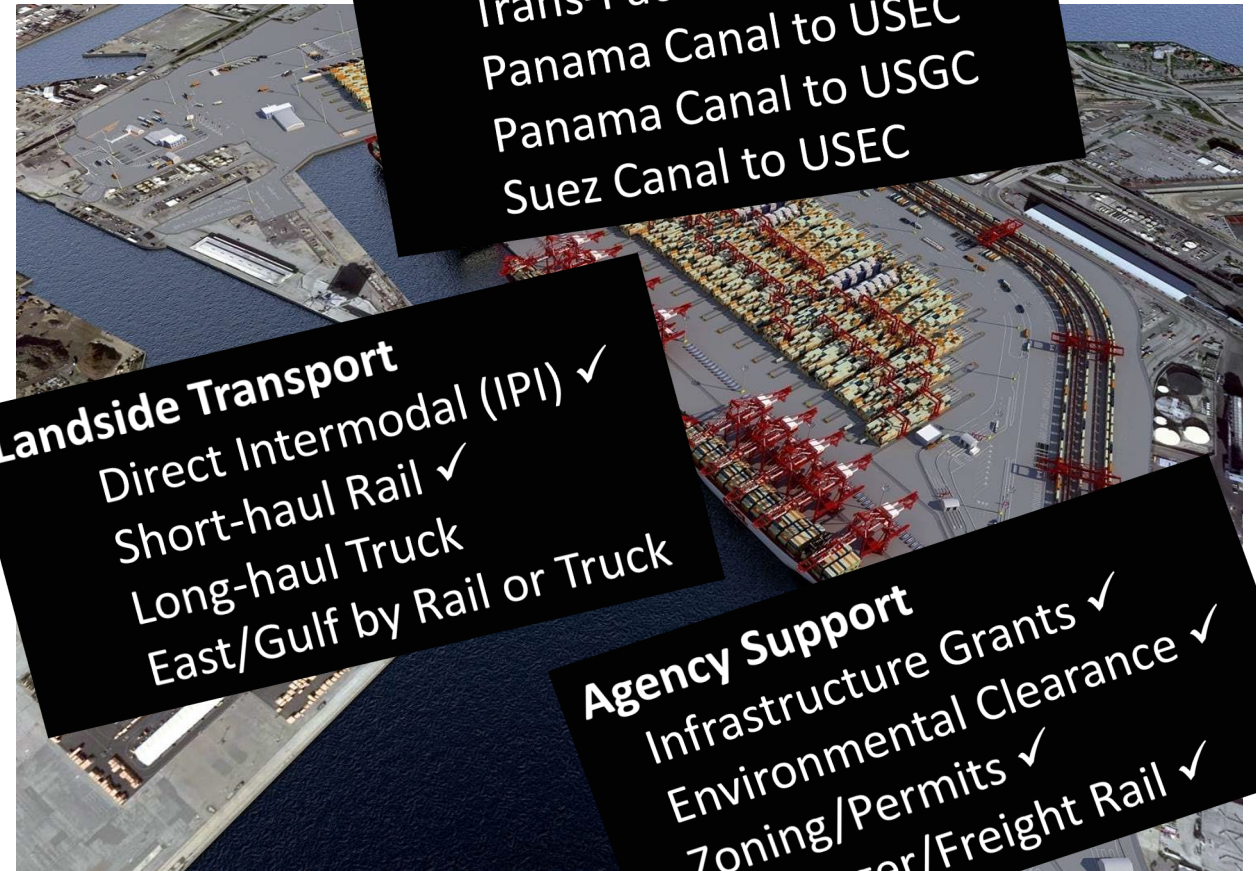
Alameda Corridor Capacity

Intermodal Yard Capacity

Regional Rail Capacity

Cargo Visibility

Rail Service/Reliability



## Shipping Route

- Trans-Pacific to USWC ✓
- Panama Canal to USEC
- Panama Canal to USGC
- Suez Canal to USEC

## Landside Transport

- Direct Intermodal (IPI) ✓
- Short-haul Rail ✓
- Long-haul Truck
- East/Gulf by Rail or Truck

## Agency Support

- Infrastructure Grants ✓
- Environmental Clearance ✓
- Zoning/Permits ✓
- Passenger/Freight Rail ✓



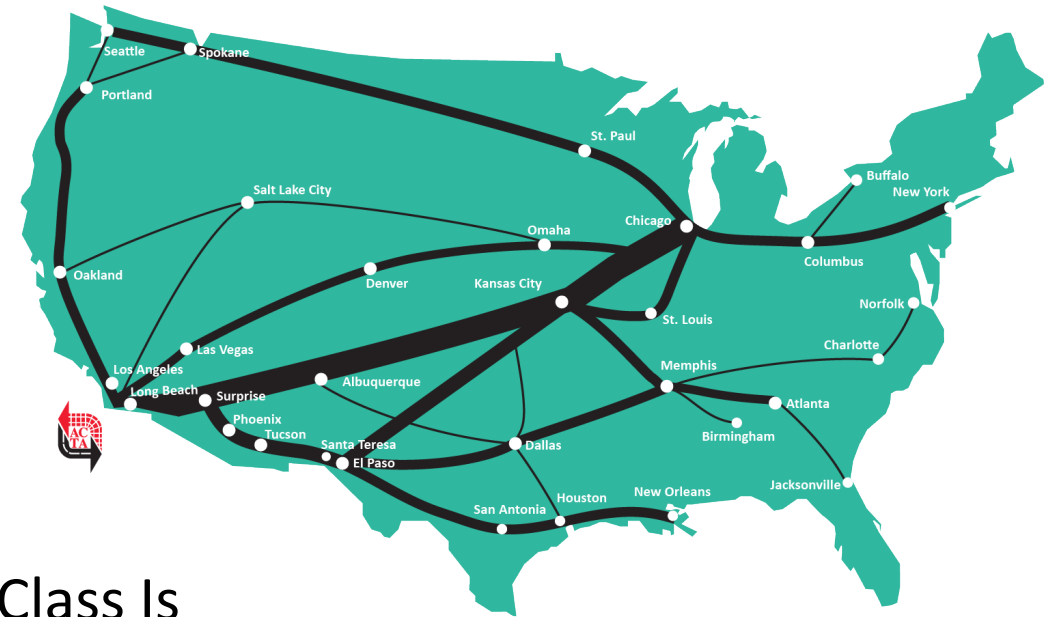
# Increase Cargo Transport by Rail

- Improve SPB Market Share
- Increase Utilization of Near-dock Rail
- Short-haul Rail/Western Logistic Centers

# Improve SPB Market Share

## Strategic Approach

- Market SPB Advantages
- Seek Equitable Use of Harbor Tax
- Advocate National CAAP for Ports
- Discuss Rail Fees/Service/Reliability with Class Is
- Promote Trains as Efficient by Cost/Environment





# Increase Utilization of Near-dock Rail

## Reduce Truck Traffic by Optimizing Origin-Destination

- ICTF is Underutilized
- Near-dock Trains Use Alameda Corridor
- Drayage to Port Area Warehouses, then to Near-dock reduces truck miles (VMT)



## Strategic Approach

- Attract Transload Cargo that is Closer to Port than to Downtown
- Consider Any Impediments to Transload Cargo at ICTF
- Discuss Improvements to Attract Cargo with Class Is

# Short-haul Rail to Inland Empire

- Transload trucking from Port to IE Uses Most Congested Roadways
- Rail from Port to IE would Significantly Reduce Drayage from Ports

## Challenges

- Development Cost/Permits
- Requires Rail Yard in Urban Setting
- Economics might require Subsidy
- Warehouses are Widely Distributed which increases VMT



# Short-haul Rail to Inland Empire (continued)

## Strategic Approach

- Study Feasibility with Class I Input
- Verify Rail Capacity LA to Colton
- Evaluate Rail Yard Locations/Cost
- Determine Benefit/Cost
- Advocate Public Subsidy

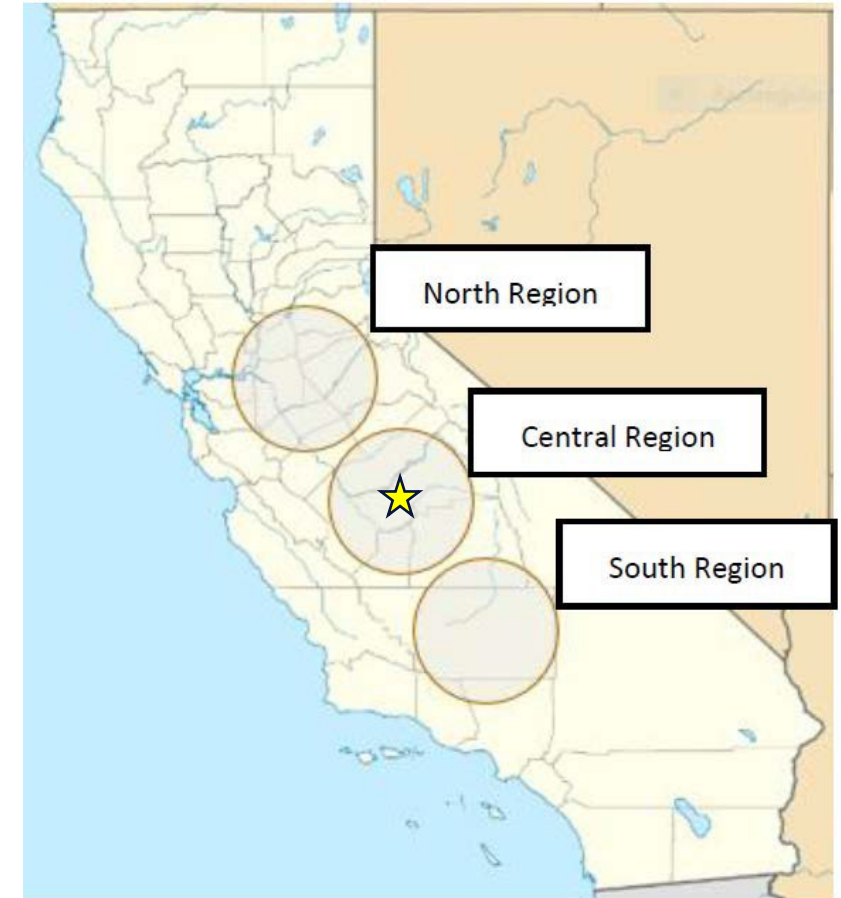


# Short-haul Rail to Central CA

- Encourage Import IPI transport
- Enable Export IPI using same boxes
- Reduce local and statewide VMT

## Challenges

- Economics are better than IE, but still unproven
- Potentially requires multiple rail yards
- Warehouse development adjacent to rail yards



# Short-haul Rail to Central CA (continued)

## Strategic Approach

- Evaluate On-going Feasibility Study
- Verify Rail Capacity LA to Central CA with Class I
- Coordinate with Valley Inland Ports group
- Evaluate Benefit/Cost
- Collaborate with POLA/POLB on support



# Short-haul Rail to Western Region

- Encourage Import IPI transport
- Enable Export IPI using same boxes
- Help Rail Compete with Truck
- Reduce VMT

## Challenges

- Economics are better than IE, but will be private
- Rail yard and warehouse development costs
- Environmental Impacts for development
- Benefit/Cost



# Short-haul Rail to Western Region (continued)

## Strategic Approach

- Coordinate with Development Groups
- Obtain Information Relevant to Short-haul Rail
- Incorporate into Short-haul Rail Study
- Collaborate with POLA/POLB



# Conclusions

- Conduct Short-haul Rail Study \*
- Evaluate/Enhance ICTF Utilization \*
- Survey Locomotive Technology
- Conduct Port Rail Study Update \*
- Rail Efficiencies
  - Incorporate Rail KPIs
  - Seek Rail Efficiencies at ACTA/Port/Terminals
- Support Ports on Marketing

\* - Funding/Collaborate with Ports





# Questions?

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT LONG BEACH CITY COLLEGE LIBERAL ARTS CAMPUS BOARD ROOM, 4901 E. CARSON STREET, BUILDING T1100, LONG BEACH, CALIFORNIA 90808 ON JUNE 1, 2023 AT 10:00 A.M.

**A. ROLL CALL**

Members present:

Michael Cano, Los Angeles County Metro  
Frank Colonna, Port of Long Beach  
Tim McOsker, City of Los Angeles  
Edward Renwick, Port of Los Angeles

Alternate members present:

Tony Gioiello, Port of Los Angeles  
Duane Kenagy, Port of Long Beach

Members absent:

Suely Saro, City of Long Beach

Also present and participating:

Michael Leue, ACTA, Chief Executive Officer  
Kevin Scott, ACTA, Chief Financial Officer  
Heather McCloskey, ACTA, Co-General Counsel  
Maria Melendres, ACTA, Governing Board Secretary

**B. OPENING STATEMENT**

CHAIR MCOSKER PRESIDED AS CHAIR.

The meeting was called to order at 10:25 a.m. The opening statement was read into the record.

**C. AGENDA ITEMS**

**Reports**

1. MARCH 2023 CORRIDOR PERFORMANCE

Michael Leue presented the Corridor performance statistics through January 2023.

(Board Member Cano arrived at 10:29 a.m.)

**Consent Agenda**

2. MINUTES - ACTA GOVERNING BOARD SPECIAL MEETING OF APRIL 6, 2023 – APPROVED.

Minutes of the Special Meeting of April 6, 2023, of the Governing Board of the Alameda Corridor Transportation Authority, were presented to the Governing Board.

3. MONTHLY FINANCIAL REPORTS AS OF MARCH 2023 FINANCIAL REPORT – RECEIVED AND FILED.

Communication from Kevin L. Scott, Chief Financial Officer, dated June 1, 2023, recommending that the monthly financial reports as of March 31, 2023, be received and filed, was presented to the Governing Board.

No public comment was received on the Consent Agenda.

Chair McCosker motioned, seconded by Board Member Renwick that the minutes of the April 6, 2023, Special Meeting of the Alameda Corridor Transportation Authority be approved as submitted and that the Monthly Financial Reports as of March 31, 2023, be received and filed. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

**Regular Agenda**

- 4. FRASCA & ASSOCIATES, LLC & PFM FINANCIAL ADVISORS LLC - AGREEMENT NO. C0914 & C0915 – MUNICIPAL FINANCIAL ADVISOR SERVICES – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated June 1, 2023, requesting the approval of Agreement No. C0914 with Frasca & Associates, LLC and Agreement No. C0915 with PFM Financial Advisors LLC for municipal financial advisory services for a not-to-exceed compensation of \$300,000 for each Agreement in effect for a five-year period and authorize the Chief Executive Officer or Chief Financial Officer to execute the agreements, was presented to the Governing Board.

No public comment was received on Item No. 4.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 4 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

- 5. OCEAN BLUE ENVIRONMENTAL SERVICES, INC. & NRC ENVIRONMENTAL SERVICES, INC. – AGREEMENT NO. C0912 & C0913 – EMERGENCY RESPONSE & HAZARDOUS WASTE MANAGEMENT SERVICES – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated June 1, 2023, requesting the authorization of the Chief Executive Officer or his designee to execute agreements for Emergency Response and Hazardous Waste Management Services in a not-to-exceed amount of \$50,000 per firm for a three-year term with Ocean Blue Environmental Services, Inc. and NRC Environmental Services, Inc., was presented to the Governing Board.

No public comment was received on Item No. 5.

Board Member Kenagy motioned, seconded by Board Member Colonna that Item No. 5 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

6. WESTBOUND COMMUNICATIONS INC. – AGREEMENT NO. C0911 – MEDIA RELATIONS SERVICES – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated June 1, 2023, requesting the approval of the proposed Agreement No. C0911 with Westbound Communications Inc. for media relations services in an amount not-to-exceed \$270,000 for a three-year term and an option for the Governing Board to renew for an additional three years; and authorize the Chief Executive Officer or his designee to execute said amendment, was presented to the Governing Board.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 6 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

Items 7 & 8 were presented together.

7. EVERETT DOREY LLP; ORBACH HUFF & HENDERSON LLP; LAW OFFICE OF SIMA SALEK – LEGAL SERVICES AGREEMENTS – APPROVED.

Communication from Co-General Counsel Heather M. McCloskey and Thomas Oh, dated June 1, 2023, recommending that the Governing Board approve legal services agreements with Everett Dorey LLP; Orbach Huff & Henderson LLP; and the Law Office of Sima Salek and authorize the Chief Financial Officer or his designee to execute said agreements, was presented to the Governing Board.

No public comment was received on Item No. 7.

Board Member Renwick motioned, seconded by Board Member Kenagy that Item No. 7 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

8. LEGAL SERVICES – FIRST AMENDMENTS – APPROVED.

Communication from Co-General Counsel Heather M. McCloskey and Thomas Oh, dated June 1, 2023, recommending that the Governing Board approve 1) First Amendment to add an additional five-year term for legal services agreements with BDG Law Group; Best, Best & Krieger LLP; Gibbs Giden Locher Turner Senet & Wittbrodt LLP; Hawkins Delafield & Wood LLP; Kutak Rock LLP; Nixon Peabody LLP; O’Melveny & Myers LLP; and Theodora Oringher PC; 2) First amendments for an additional five-year term and additional funding with Nossaman LLP and Sheppard, Mullin, Richter & Hampton LLP; and 3) authorize the Chief Executive Officer or Chief Financial Officer to execute said agreements.

No public comment was received on Item No. 8.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 8 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

9. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS 79 & 60 – EXTENSION OF AGREEMENT NO. C0027 – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated June 1, 2023, requesting the approval of two Change Orders to First Amended Agreement No. C0027 with the Alameda Corridor Engineering Team for FY24 in the aggregate amount of \$2,734,568 allocated as follows: \$2,558,568 for ACTA Support and \$176,000 for the SR-47 Project; extension of the term of the First Amended Agreement No. C0027 for one additional year through June 30, 2024 (via Change Orders Nos. 79 and 60); and authorization of the Chief Executive Officer or his designee to reallocate the FY24 funding between the ACTA Support and SR-47 Project budgets during the fiscal year provided the approved aggregate total compensation amount is not exceeded, was presented to the Governing Board.

No public comment was received on Item No. 9.

Board Member Gioiello motioned, seconded by Board Member Kenagy that Item No. 9 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

10. ACTA OFFICER AND EMPLOYEE PUBLICLY AVAILABLE PAY SCHEDULE – APPROVED AND ADOPTED.

Communication from Kevin L. Scott, Chief Financial Officer, dated June 1, 2023, recommending the approval and adoption of the Publicly Available Pay Schedule for ACTA’s Officers and Employees effective July 1, 2023, was presented to the Governing Board.

No public comment was received on Item No. 10.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 10 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

11. FY 2023/2024 BUDGET – APPROVED AND ADOPTED.

Communication from Kevin L. Scott, Chief Financial Officer, dated June 1, 2023, recommending the adoption of the final FY 2023/2024 (FY24) Budget and appropriate cash spending of \$101,081,366, was presented to the Governing Board.

No public comment was received on Item No. 11.

Board Member Renwick motioned, seconded by Board Member Colonna that Item No. 11 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, Gioiello, Kenagy, McOsker, Renwick

NOES: None

ABSENT: Saro

**12. PRESENTATIONS TO TONY GIOIELLO – RECOGNITION OF COMPLETION OF SERVICE AS BOARD MEMBER.**

Board Member Gioiello was recognized by members of the Board and ACTA staff for his eight years of service as the alternate to the Executive Director representing the Port of Los Angeles on the Governing Board. Board Member Gioiello was presented with various items of recognition and words of appreciation.

**D. PUBLIC COMMENT ON NON-AGENDA ITEMS**

There were no requests by the public to address the Governing Board.

**E. CLOSED SESSION**

None


**ADJOURNMENT**

At 11:27 p.m., the meeting was adjourned sine die.

# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board  
Meeting Date: July 13, 2023  
From: Kevin L. Scott, Chief Financial Officer   
Subject: RECEIVE AND FILE Monthly Financial Reports as of April 30, 2023


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### **Recommendation:**

Receive and file the Monthly Financial Reports as of April 2023.

### **Discussion:**

The financial package includes the following:

- Executive Summary – Monthly key financial activity (See Transmittal 1).  
Performance Comparisons – Current Month (April) and year-to-date (both by fiscal year and calendar year) of **Revenue** (corridor use fee) and corresponding **TEU** information; **Change** is compared to prior year actuals by month, fiscal year and calendar year.  
Use Fees and Container Charges – Use fee and container charge information is provided in a bar chart by fiscal year. The current year shows the actuals to date overlain on the approved fiscal year budget, and with a notation of the latest forecast for fiscal year revenue.
  - Monthly Financial Statements (See Transmittal 2).  
Statements of Net Position - Unaudited statement of ACTA's assets and liabilities as of April 30, 2023. The audited June 30, 2022 financial information is also included for comparative purposes to the beginning of the fiscal year.  
Statement of Revenues, Expenses and Changes in Net Position – Fiscal Year 2023 unaudited statement of revenues, expenses and changes in net position through April 30, 2023. Also included is the statement as of April 2022 which has been included for comparative purposes for ten months of information.  
Comparison of Budget Functional Expenses – Operating Budget by Expense Type - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of April 30, 2023.  
Comparison of Budget Functional Expenses – Operating Budget by Funds - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of April 30, 2023.
- 

Cash and Investment Summary – Cash and investment balances and the corresponding investment schedule are being presented as of April 30, 2023. The cash and investment balances are segregated by institution, account number reference, and account description. Balances are presented in book and market value. Also included are the grant funds received for the SR-47 project during the current fiscal year. The investment schedule summarizes the composition of the agency’s investment portfolio and how the portfolio complies with the Board approved Investment Policy.

Cash Flow – Cash flow for the month of April 2023 is presented. It is presented in both a summary format and a detailed format. A fiscal year-to-date cash flow showing all activity through April 30, 2023 is also presented in both a summary format and a detailed format. The dollar amounts represent the book values for each account.

**Co-General Counsel Review:**

ACTA’s Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

**Transmittals:**

Transmittal 1 - Executive Summary – Key financial activity

Transmittal 2 - Monthly Financial Statements as of April 30, 2023



# ***Key Financial Activity***

## ***April '23 vs. '22***

# Corridor Performance

## April '23 vs. '22

### *Railroad Self-Assessment Revenue*

	'23	'22	Change
April Revenue	\$7.7 M	\$8.7 M	- 10.5 %
Calendar Year to Date (Jan-Apr) *	\$29.3 M	\$30.2 M	- 2.0 %
Fiscal Year to Date (July-Apr) *	\$80.3 M	\$76.8 M	4.6 %

\* Note: Does not include reconciliations / adjustments for fiscal year-end.

# Corridor Volumes

**April '23 vs. '22**

TEUs (Daily Containers)

## *Operations – On Corridor*

	'23	'22	Change
TEU's *	330,325 (5,983)	384,648 (6,967)	- 14.1 %
Calendar Year to Date	1,261,061 (5,710)	1,344,491 (6,088)	- 6.2 %
Fiscal Year to Date	3,643,117 (6,512)	3,577,938 (6,395)	1.8 %

## *Operations – Around Corridor (Container Charges)*

	'23	'22	Change
TEU's *	10,077 (183)	17,922 (325)	- 43.8 %
Calendar Year to Date	36,505 (165)	46,716 (212)	- 21.9 %
Fiscal Year to Date	116,201 (208)	135,084 (241)	- 14.0 %

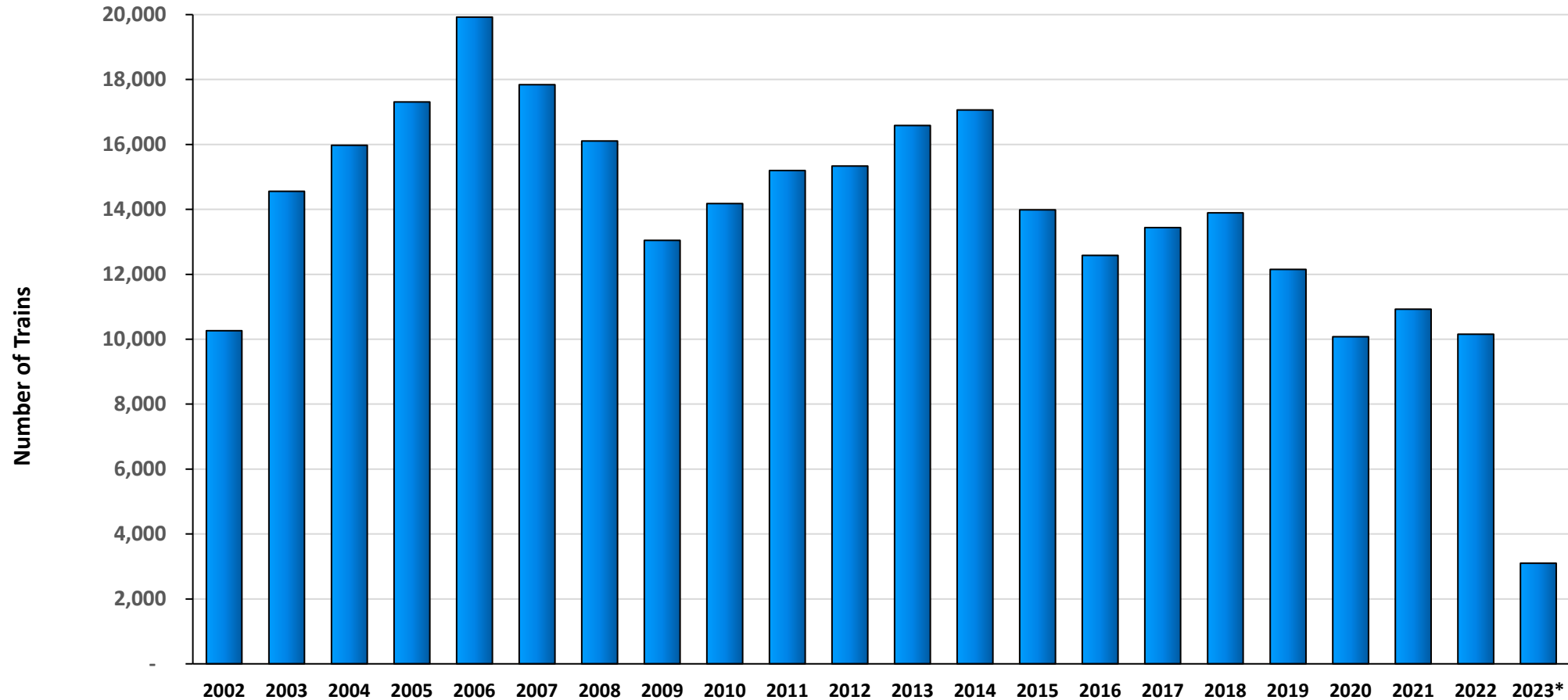
## *Operations – Combined*

	'23	'22	Change
TEU's *	340,402 (6,165)	402,570 (7,291)	- 15.4 %
Calendar Year to Date	1,297,566 (5,875)	1,391,207 (6,299)	- 6.7 %
Fiscal Year to Date	3,759,317 (6,719)	3,713,022 (6,637)	1.3 %

Note: Numbers in ( ) are the Average Daily Containers, Daily TEU's ÷ 1.84 = Containers

\* Containers trucked to off-dock intermodal yards that are charged ACTA fee

# Alameda Corridor Train Counts



Average Daily Trains\*\*:

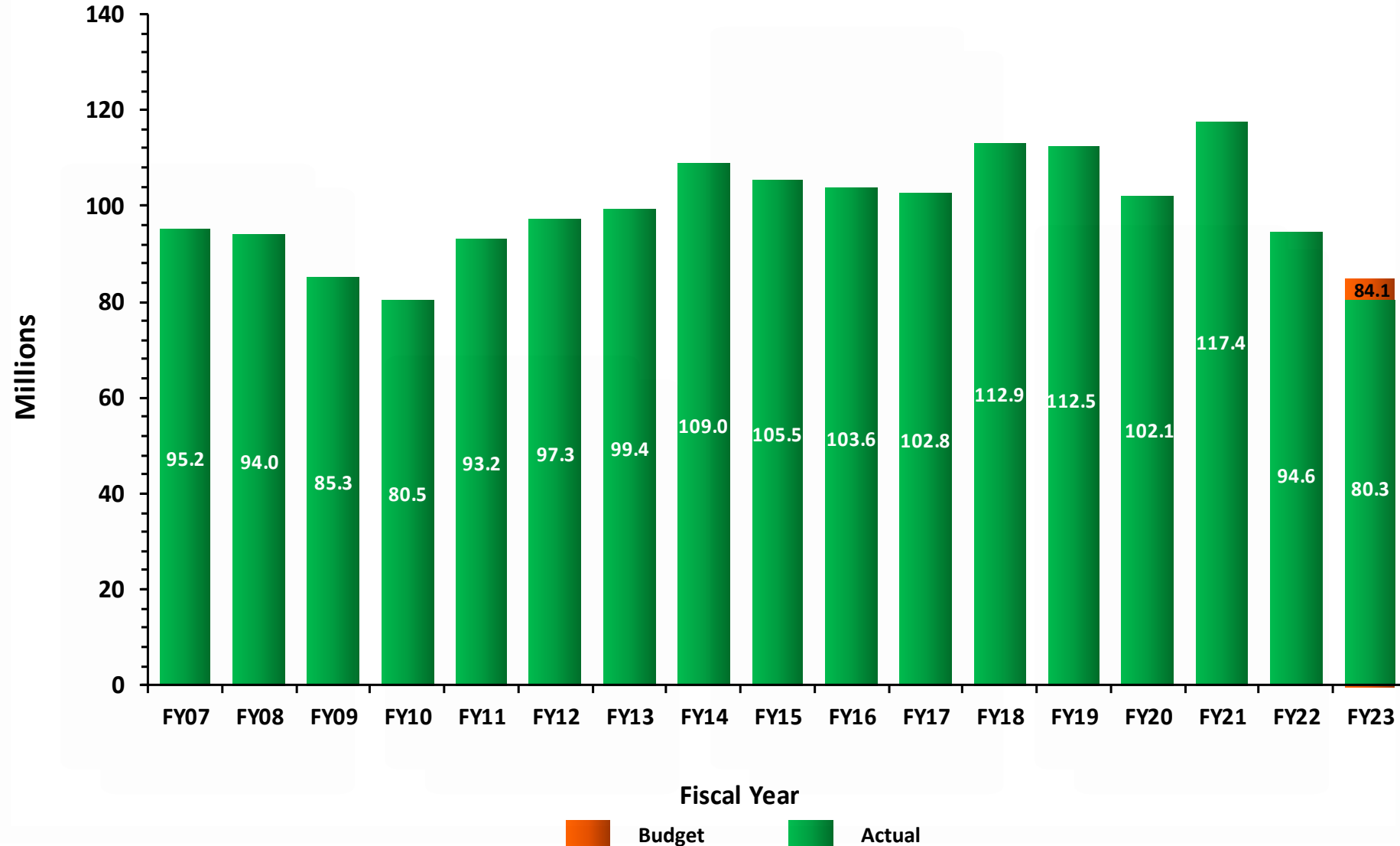
<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
39	40	44	47	55	49	44	36	39	42	42
<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
45	47	38	34	37	38	33	28	30	28	26

\* Calendar Year-to-Date

\*\* Corridor Capacity 150 Trains per Day

# Use Fees & Container Charges

as of April 30, 2023





# Statements of Net Position

## April 30, 2023 & June 30, 2022

Transmittal 2

	<u>April 2023</u>	<u>June 2022</u>
<b><u>Assets &amp; Deferred Outflows of Resources</u></b>		
<b>Current Assets:</b>		
Restricted Cash & Cash Equivalents, & Investments	\$ 52,706,289	\$ 112,642,434
Receivables	10,854,398	14,097,414
Prepaid Expenses	505,200	1,509,733
<b>Total Current Assets</b>	<b>64,065,887</b>	<b>128,249,581</b>
Restricted Investments *	115,183,615	51,156,921
Assets Held for Transfer	3,182,825	3,182,825
Net OPEB Asset	556,666	556,666
Capital Assets Not Being Depreciated	438,148,732	438,148,732
Capital Assets, Net	1,037,916,109	1,055,509,055
<b>Total Assets</b>	<b>1,659,053,834</b>	<b>1,676,803,780</b>
<b>Deferred Outflows of Resources:</b>		
Charges on Refunding	46,015,373	12,344,243
Pension Contributions & Differences in Experience	837,109	837,109
<b>Total Assets &amp; Deferred Outflows of Resources</b>	<b>\$ 1,705,906,316</b>	<b>\$ 1,689,985,132</b>
<b><u>Liabilities, Deferred Inflows of Resources, &amp; Net Position</u></b>		
<b>Current Liabilities:</b>		
Accounts Payable	\$ 2,658,899	\$ 8,018,917
Unearned Revenue	3,388,138	2,402,881
Accrued Interest Payable, Current Portion	4,182,438	40,588,101
Revenue Bonds Payable, Current Portion	26,983,264	37,813,264
Other Liabilities	471,328	533,837
<b>Total Current Liabilities</b>	<b>37,684,067</b>	<b>89,357,000</b>
<b>Noncurrent Liabilities:</b>		
Collateral Deposit	-	-
Shortfall Advances Payable to Ports	12,682,551	12,646,463
Net Pension Liability	809,128	809,128
Accrued Interest Payable, Net of Current Portion	606,002,278	636,833,348
Revenue Bonds Payable, Net of Current Portion & Unamortized Discount	1,638,672,848	1,473,164,082
<b>Total Noncurrent Liabilities</b>	<b>2,258,166,806</b>	<b>2,123,453,021</b>
<b>Total Liabilities</b>	<b>\$ 2,295,850,873</b>	<b>\$ 2,212,810,021</b>
<b>Deferred Inflows of Resources</b>	<b>1,193,401</b>	<b>1,193,401</b>
<b><u>Net Position</u></b>		
Net Investment in Capital Assets	(102,298,995)	65,177,915
Restricted for Debt Service	96,741,203	110,068,346
Restricted for Capital Projects	650	-
Restricted by Master Trust Agreement	68,977,677	41,508,731
Unrestricted	(654,558,493)	(740,773,282)
<b>Total Net Position</b>	<b>(591,137,958)</b>	<b>(524,018,290)</b>
<b>Total Liabilities, Deferred Inflows of Resources, &amp; Net Position</b>	<b>\$ 1,705,906,316</b>	<b>\$ 1,689,985,132</b>

\* All investments with a maturity within three months are considered cash for the year-end financial statements. Monthly, unaudited financial statements, carry all investments, regardless of maturity date(s), as Restricted Investments. Fully detailed classifications are only done at year-end in accordance with GASB 41, therefore classification differences exist.

	<u>April 2023</u>	<u>June 2022</u>	<u>FY2023 Increase</u>
<b>Current</b>	\$ 52,706,289	\$ 112,642,434	
<b>Noncurrent</b>	115,183,615	51,156,921	
	\$ 167,889,904	\$ 163,799,355	\$ 4,090,549



# Statement of Revenues, Expenses, & Changes in Net Position

For ten months ended April 30, 2023 & April 30, 2022

	<u>April 2023</u>	<u>April 2022</u>
<b>Operating Revenues:</b>		
Use Fees & Container Charges	\$ 82,392,565	\$ 78,045,780
Maintenance-of-Way Charges	6,479,257	4,758,720
<b>Total Operating Revenues</b>	<u>88,871,822</u>	<u>82,804,500</u>
<b>Operating Expenses:</b>		
Salaries & Benefits	1,947,867	1,894,395
Administrative Expenses	1,247,976	1,155,646
Professional Services	676,674	689,199
Maintenance-of-Way	10,472,509	8,141,745
Depreciation	17,592,946	17,520,669
<b>Total Operating Expenses</b>	<u>31,937,972</u>	<u>29,401,654</u>
<b>Operating Income (Loss)</b>	56,933,850	53,402,846
<b>Nonoperating Revenues:</b>		
Interest & Investment Revenue, Net	3,527,512	(2,302,045)
Public Benefit Income	118,356	188,292
Miscellaneous Revenue	542,431	142,122
<b>Total Nonoperating Revenues</b>	<u>4,188,299</u>	<u>(1,971,631)</u>
<b>Nonoperating Expenses:</b>		
Interest Expense	98,174,400	90,046,744
Expenses for Public Benefit & Pass Thru Expenses	473,478	264,955
Costs of Issuance	29,593,940	-
Gain/Loss Sale or Transfer of Capital Assets	-	-
<b>Total Nonoperating Expenses, Net</b>	<u>128,241,818</u>	<u>90,311,699</u>
<b>Changes in Net Position</b>	(67,119,668)	(38,880,484)
<b>Net Position:</b>		
Net Position, Beginning of Year	(524,018,290)	(471,751,858)
<b>Net Position - End of Year</b>	<u>\$ (591,137,958)</u>	<u>\$ (510,632,342)</u>



# Comparison of Budget By Expense Type as of April 30, 2023

(\$ in thousands)	Fiscal Year-to-Date		
	Budget*	Actuals	Variance
<b>Revenues</b>			
<b>Operating Revenues</b>			
Use Fees & Container Charges	\$ 70,050,093	\$ 82,392,565	\$ 12,342,472
Maintenance-of-Way Charges	8,855,552	6,479,257	(2,376,295)
<b>Total Operating Revenues</b>	<u>78,905,645</u>	<u>88,871,822</u>	<u>9,966,177</u>
<b>Other Revenues</b>			
<b>Projects</b>			
Pier Pass	50,000	50,000	-
EPA Order & Pass Thru Income	141,843	-	(141,843)
<b>Subtotal Projects</b>	<u>191,843</u>	<u>50,000</u>	<u>(141,843)</u>
<b>Miscellaneous</b>			
Public Benefit Income	3,697,500	118,356	(3,579,144)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Office Rental & Other Income	108,013	492,431	384,418
Investment Income	372,356	3,527,512	3,155,156
<b>Subtotal Miscellaneous</b>	<u>4,177,869</u>	<u>4,138,299</u>	<u>(39,570)</u>
<b>Subtotal Other Revenues</b>	<u>4,369,712</u>	<u>4,188,299</u>	<u>(181,413)</u>
<b>Total Sources of Funds</b>	<u>83,275,357</u>	<u>93,060,121</u>	<u>9,784,764</u>
<b>Expenses</b>			
Salaries	1,510,190	1,406,682	(103,508)
Benefits	815,541	541,185	(274,356)
Office Expenses	405,196	400,817	(4,379)
Other Management Expenses	79,625	40,474	(39,151)
Information Technologies	184,917	79,827	(105,090)
Bank & Investment	145,833	104,437	(41,396)
ACET Administrative & Capital Support	1,389,737	622,420	(767,317)
Audit	163,725	115,197	(48,528)
Legal	691,667	337,069	(354,598)
Governmental Affairs	69,498	63,326	(6,172)
Other Professional Services	372,629	161,082	(211,547)
Pass Thru Expenses & EPA Order	141,843	380,599	238,756
Expenses for Public Benefit	3,697,500	92,879	(3,604,621)
<b>Total Administrative Expenses</b>	<u>9,667,901</u>	<u>4,345,994</u>	<u>(5,321,907)</u>
Maintenance-of-Way Expenses-Rail - Contractors	6,718,790	4,286,721	(2,432,069)
Maintenance-of-Way Expenses-Rail - Capital	-	-	-
Maintenance-of-Way Expenses-Rail - Other	2,136,762	2,206,417	69,655
Maintenance-of-Way Expenses-Nonrail - Contractors	1,100,178	999,511	(100,667)
Maintenance-of-Way Expenses-Nonrail - Capital	4,741,105	2,697,801	(2,043,304)
Maintenance-of-Way Expenses-Nonrail - Other	118,344	170,746	52,402
Maintenance-of-Way Expenses - ACTA	139,011	111,313	(27,698)
<b>Total Maintenance-of-Way Expenses</b>	<u>14,954,190</u>	<u>10,472,509</u>	<u>(4,481,681)</u>
<b>Subtotal Administrative and M&amp;O Expenses</b>	<u>24,622,091</u>	<u>14,818,503</u>	<u>(9,803,588)</u>
<b>Financing Expenses</b>			
Debt Service - Interest	48,648,003	19,910,123	(28,737,880)
Debt Service - Accrued CAB Interest	54,874,927	78,264,277	23,389,350
<b>Subtotal Financing Expenses</b>	<u>103,522,930</u>	<u>98,174,400</u>	<u>(5,348,531)</u>
<b>Depreciation &amp; Amortization Expenses</b>			
Depreciation	17,487,637	17,592,946	105,309
Cost of Issuance	-	29,593,940	29,593,940
<b>Subtotal Depreciation &amp; Amortization Expenses</b>	<u>17,487,637</u>	<u>47,186,886</u>	<u>29,699,249</u>
<b>Total Operating Expenses</b>	<u>145,632,658</u>	<u>160,179,789</u>	<u>14,547,131</u>
<b>Income (Loss)</b>	<u>\$ (62,357,301)</u>	<u>\$ (67,119,668)</u>	<u>\$ (4,762,367)</u>

\* Y-T-D Budget calculated on a straight line basis.





# Comparison of Budget By Funds as of April 30, 2023

(\$ in thousands)	<b>Fiscal Year-to-Date</b>		
	<b>Budget*</b>	<b>Actuals</b>	<b>Variance</b>
<b>Revenues</b>			
<b>Operating Revenues</b>			
Use Fees & Container Charges	\$ 70,050,093	\$ 82,392,565	\$ 12,342,472
Maintenance-of-Way Charges	8,855,552	6,479,257	(2,376,295)
<b>Total Operating Revenues</b>	78,905,645	88,871,822	9,966,177
<b>Other Revenues</b>			
<b>Projects</b>			
Pier Pass	50,000	50,000	-
EPA Order & Pass Thru Income	141,843	-	(141,843)
<b>Subtotal Projects</b>	191,843	50,000	(141,843)
<b>Miscellaneous</b>			
Public Benefit Income	3,697,500	118,356	(3,579,144)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Office Rental & Other Income	108,013	492,431	384,418
Investment Income	372,356	3,527,512	3,155,156
<b>Subtotal Miscellaneous</b>	4,177,869	4,138,299	(39,570)
<b>Subtotal Other Revenues</b>	4,369,712	4,188,299	(181,413)
<b>Total Sources of Funds</b>	83,275,357	93,060,121	9,784,764
<b>Expenses</b>			
Administrative Costs	5,828,558	3,872,516	(1,956,042)
Railroads-M&O	8,855,552	6,493,138	(2,362,414)
Reserve-M&O	5,959,627	3,868,058	(2,091,569)
Financing Fees-M&O	139,011	111,313	(27,698)
Revenue Fund-Interest & COI	48,648,003	19,910,123	(28,737,880)
Expenses for Public Benefit	3,697,500	92,879	(3,604,621)
LAIF General Fund-Pass Thru & EPA	141,843	380,599	238,756
<b>Total Expenses</b>	73,270,094	34,728,626	(38,541,468)
<b>Non Cash Expenses</b>			
Accrued CAB Debt Service Interest	54,874,927	78,264,277	23,389,350
Depreciation	17,487,637	17,592,946	105,309
Cost of Issuance	-	29,593,940	29,593,940
<b>Subtotal Interest, Depreciation, &amp; Amortization Expenses</b>	72,362,564	125,451,163	53,088,599
<b>Total Operating Expenses</b>	145,632,658	160,179,789	14,547,131
<b>Income (Loss)</b>	\$ (62,357,301)	\$ (67,119,668)	\$ (4,762,367)

\* Y-T-D Budget calculated on a straight line basis.



# Cash & Investment Summary as of April 30, 2023

<u>Cash and Investment Balances (\$ in thousands)</u>					
<u>Institution</u>	<u>Bank Reference #</u>	<u>Chandler Reference #</u>	<u>Account Description</u>	<u>Book Value</u>	<u>Market Value</u>
<b>Bank of America</b>					
	0457 & 0796	-	Concentration & Disbursement	495	495
<b>Pre 1999 Bond Sale Accounts-Union Bank</b>					
	5080	512	SR-47	4,437	4,479
Grant Reimbursement Received this Month \$4,693					
Grant Reimbursement Received FY to Date \$270,972					
<b>Local Agency Investment Fund (LAIF)</b>					
	40-19-006	570	General Fund	9,861	9,861
<b>1999, 2004 and 2016 Bond Funds - US Bank-Trustee</b>					
<b>Revenue Funds</b>					
	1170	507	Revenue Fund	34,115	34,269
	1171	508	M & O Fund	3,211	3,227
	1172	509	Reserve Account	11,891	11,835
	1189	518	Administrative Costs	7,961	8,075
			<b>Subtotal Revenue Funds</b>	57,178	57,406
<b>Debt Service Funds</b>					
	61200	-	99C Interest Account	1,151	1,160
	61201	-	99C Principal Account	17,653	17,653
	38003	-	04B Debt Service Reserve	24,976	23,868
	39004	-	04A Debt Service Reserve	34,077	32,439
	38000	516	04B Debt Service	-	-
	39006	-	04A Financing fee	1,407	1,407
	39002	515	04A Debt Service Principal Account	-	-
	59001	-	12 Debt Service Interest Account	183	183
	59002	-	12 Debt Service Principal Account	6,203	6,203
	59004	516	12 Debt Service Reserve Account	7,714	7,313
	67001	-	13A Debt Service Interest Account	1	1
	67002	-	13A Debt Service Principal Account	6	6
	27000	-	16A Debt Service	8	8
	27004	-	16A Debt Service Reserve	3,650	3,478
	108006	-	16B- Financing fee	614	614
	108000	-	16B- Financing fee	15	15
	98000	-	2022 A - DS Fund	31	31
	98001	-	2022 A - DS Reserve Fund	-	-
	98002	-	2022 A - Interest Account	-	-
	98003	-	2022 A - Principal Account	-	-
	98004	-	2022 A - Redemption Account	-	-
	98005	-	2022 A - Cost of Issuance Fund	-	-
	98006	-	2022 A - Bond Proceeds Account	-	-
	53000	-	2022 B - DS Fund	62	62
	53001	-	2022 B - DS Reserve Fund	-	-
	53002	-	2022 B - Interest Account	1,162	1,172
	53003	-	2022 B - Principal Account	-	-
	53004	-	2022 B - Redemption Account	-	-
	53005	-	2022 B - Cost of Issuance Fund	-	-
	53006	-	2022 B - Bond Proceeds Account	-	-
	86000	-	2022 C - DS Fund	35	35
	86001	-	2022 C - DS Reserve Fund	-	-
	86002	-	2022 C - Interest Account	-	-
	86003	-	2022 C - Principal Account	-	-
	86004	-	2022 C - Redemption Account	-	-
	86005	-	2022 C - Cost of Issuance Fund	-	-
			<b>Subtotal Debt Service Funds</b>	98,948	95,648
			<b>Total 1999, 2004, 2012, 2016, 2022 Bond Funds- U.S. Bank</b>	156,126	153,054
<b>Total Cash &amp; Investment Balances</b>				<b>\$ 170,919</b>	<b>167,889</b>



# Cash & Investment Summary (cont'd)

## as of April 30, 2023

### Investment Schedule (\$ in thousands)

<u>Type of Investment</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Percentage of Total</u>	<u>Investment Policy Limit</u>
Money Market Funds	\$ 42,350	\$ 42,350	25.22%	20.00%
U.S. Government & Agency Obligations	35,118	23,874	14.22%	100.00%
Commercial Paper	-	-	0.00%	15.00%
U.S. Treasury Note	71,665	80,096	47.72%	100.00%
Corporate Bonds	11,430	11,213	6.68%	30.00%
Bank of America	495	495	0.29%	20.00%
Local Agency Investment Fund	9,861	9,861	5.87%	\$40 Million
<b>Total</b>	<b><u>\$ 170,919</u></b>	<b><u>\$ 167,889</u></b>	<b><u>100.00%</u></b>	

### Monthly Cash Flow

April 2023

<b>Total Beginning Cash</b>	\$ 53,273,611
<b>Receipts</b>	
Use Fees & Container Charges	\$ 7,974,211
M&O & Misc. Revenues, & Funds Transfers	297,723
<b>Total Receipts</b>	<u>8,271,934</u>
<b>Disbursements</b>	
Debt Service - Transfer to Accounts	2,095,593
M&O, Administrative, & Financing Expenses	2,271,478
<b>Total Disbursements</b>	<u>4,367,071</u>
<b>Cash Flow for Month</b>	<u>\$ 3,904,863</u>
<b>Total Ending Cash</b>	<u><u>\$ 57,178,474</u></u>



# Cash Flow as of April 30, 2023

<u>April 2023</u>	
<b>Beginning Cash</b>	
Master Indenture Revenue Fund 1170	28,141,712
Master Indenture M&O Fund 1171	4,388,883
Master Indenture Reserve Fund 1172	12,295,593
1999A Admin Fund 1189	8,447,423
2004A Financing Fund 39006	-
1999C Construction Fund 1206	-
<b>Total Beginning Cash</b>	53,273,611
<b>Receipts</b>	
Use Fee & Container Charges	7,974,211
M&O	143,993
Funds Transferred from BOA to Admin Fund	-
Funds Transferred from BOA to Reserve Fund	-
Annual Accounting- transfer from 1999C Interest	-
Annual Accounting - Transfer from Revenue Fund	-
Interest Income / Loss	153,730
<b>Total Receipts</b>	8,271,934
<b>Total Cash</b>	\$ 61,545,545
<b>Disbursements</b>	
Debt Service - transfer to 1999C Principal	-
Debt Service - transfer to 1999C Interest	-
Debt Service - transfer to 2012 Interest	172,076
Debt Service- transfer to 2012 Principal	879,167
Debt Service- transfer to 2022B Interest	1,044,351
Debt Service - transfer to 2013A Principal	-
Semi-Annual Accounting - Transfers & Debt Service	-
Transfer to 2012 Reserve	-
Transfer to 2004A Financing Fee	-
Transfer to Admin Fund	-
Transfer to Master Reserve	-
Transfer to 2016A Reserve	-
Transfer to 2016B Financing Fee	-
Annual Accounting- transfer to 2022C Reserve Fund	-
Debt service payment - 2016A Interest	-
Debt service payment - 2016B Interest	-
Debt service payment - 2004	-
M&O - Railroads expense payments	1,356,067
M&O - Reserve expense payments	410,321
Administrative expense payments	505,090
Financing expense payments	-
<b>Total Disbursements</b>	4,367,072
<b>Net Ending Cash</b>	\$ 57,178,474
<b>Ending Cash</b>	
Master Indenture Revenue Fund 1170	34,115,220
Master Indenture M&O Fund 1171	3,211,482
Master Indenture Reserve Fund 1172	11,890,829
1999A Admin Fund 1189	7,960,943
2004A Financing Fund 39006	-
<b>Total Ending Cash</b>	\$ 57,178,474



# Cash Flow – YTD as of April 30, 2023

## Cash Flow - Fiscal Year-to-Date

April 2023

<b>Total Beginning Cash as of 7/1/22</b>		\$	33,735,654
<b>Receipts</b>			
Use Fees & Container Charges	\$	84,409,602	
M&O & Misc. Revenues, & Funds Transfers		<u>26,244,288</u>	
<b>Total Receipts</b>			<u>110,653,890</u>
<b>Disbursements</b>			
Debt Service - Transfer to Accounts		68,345,543	
M&O, Administrative, & Financing Expenses		<u>18,865,527</u>	
<b>Total Disbursements</b>			<u>87,211,070</u>
<b>Cash Flow for Fiscal Year</b>		\$	<u>23,442,820</u>
<b>Total Ending Cash</b>		\$	<u><u>57,178,474</u></u>




# Cash Flow – YTD as of April 30, 2023

<u>April 2023</u>	
<b>Beginning Cash as of 7/1/22</b>	
Master Indenture Revenue Fund 1170	14,872,364
Master Indenture M&O Fund 1171	4,269,281
Master Indenture Reserve Fund 1172	11,638,283
1999A Admin Fund 1189	2,955,726
2004A Financing Fund 39006	-
<b>Total Beginning Cash</b>	33,735,654
<b>Receipts</b>	
Use Fee & Container Charges	84,409,602
M&O	7,782,440
Funds Transferred from BOA to Admin Fund	119,956
Funds Transferred from BOA to Reserve Fund	5,500,000
Annual Accounting - Transfer from Revenue Fund	11,216,600
Interest Income / Loss	1,625,292
<b>Total Receipts</b>	110,653,890
<b>Total Cash</b>	\$ 144,389,544
<b>Disbursements</b>	
Debt Service - transfer to 1999C Principal	-
Debt Service - transfer to 1999C Interest	2,101,660
Debt Service - transfer to 2012 Interest	1,713,200
Debt Service- transfer to 2012 Principal	6,154,167
Debt Service - transfer to 2022A Interest	9,989,526
Debt Service- transfer to 2013A Principal	-
Semi-Annual Accounting - Transfers & Debt Service	-
Transfer to 2012 Reserve	96,000
Transfer to 2004A Financing Fee	837,318
Transfer to Admin Fund	9,000,244
Transfer to Master Reserve	5,500,000
Transfer to 2016A Reserve	45,000
Transfer to 2016B Financing Fee	332,112
Annual Accounting- transfer to 2022C Reserv Fee	1,134,734
Debt service payment - 2016A Interest	11,939,550
Debt service payment - 2016B Interest	16,849,406
Debt service payment - 2004	2,652,625
M&O - Railroads expense payments	9,282,016
M&O - Reserve expense payments	5,298,499
Administrative expense payments	4,285,013
Financing expense payments	-
<b>Total Disbursements</b>	87,211,070
<b>Net Ending Cash</b>	\$ 57,178,474
<b>Ending Cash</b>	
Master Indenture Revenue Fund 1170	34,115,220
Master Indenture M&O Fund 1171	3,211,482
Master Indenture Reserve Fund 1172	11,890,829
1999A Admin Fund 1189	7,960,943
2004A Financing Fund 39006	-
<b>Total Ending Cash</b>	\$ 57,178,474

# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board  
Meeting Date: July 13, 2023  
From: Michael C. Leue, Chief Executive Officer   
Subject: APPROVE Election of Chair and Vice-Chair for FY24

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**Recommendation:**

Elect a Chair and Vice-Chair of the Governing Board for FY24.

**Discussion:**

ACTA's amended and Restated Joint Exercise of Powers Agreement provides in Section 4(E), entitled "Officers":

*"The Governing Board shall elect one member as the Chair of said Board and one member as the Vice-Chair for its first year of operation or portion thereof and thereafter as of each successive July 1, the Governing Board shall elect a Chair and Vice-Chair. Said Chair and Vice-Chair shall each rotate on an annual basis between members representing Los Angeles and Long Beach."*

Accordingly, it is recommended that the Board elect a Chair and Vice-Chair for FY24.

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.


# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board

Meeting Date: July 13, 2023

From: Michael C. Leue, Chief Executive Officer 

Subject: APPROVE Amendment No. 1 to Agreement No. C0892 with Faye Business Systems Group, Inc. for Web Design, Development & Support Services to add 3 years to the agreement, modify the scope of services and rates, and add additional funding

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### **Recommendation:**

Approve the proposed first amendment to Agreement No. C0892 with Faye Business Systems Group, Inc. (Faye) for web design, development, and support services to add \$50,000 in additional funding, modify the scope of services and rates and add 3 years to the term. The agreement will have a not-to-exceed compensation amount of \$125,000 for a six-year term. The Board is requested to authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment.

### **Discussion:**

ACTA's website, [www.acta.org](http://www.acta.org), serves a critical role in the agency's business and public outreach. Through its online presence, ACTA provides a repository of current and historical information and data to enhance communication and relationships with stakeholders.

ACTA contracted with Faye in September 2020 for a three-year term in an amount not to exceed \$75,000 to redesign the website bringing the features and technologies to current standards and making ACTA's information more accessible and user-friendly.


ACTA staff recommends that ACTA issue a first amendment to the existing agreement with Faye to provide web design, development, and support services for an additional three-year term and an additional \$50,000 for a total compensation of \$125,000 beginning on July 1, 2023.

The City of Los Angeles Harbor Department (POLA) entered into an agreement with Faye following a competitive selection process in 2020. The POLA Board of Harbor Commissioners recently extended the agreement with Faye for an additional three years. With the approval of the first amendment, there will be an increase in the rates for services effective on July 1, 2023. ACTA's agreement with Faye has the same scope of work and rates as POLA's contract.

ACTA's Chief Executive Officer recommends that the Board approve the proposed first amendment to Agreement No. C0892, extending the Agreement for three years through June 30, 2026.

### **Budget Impact:**

There is no net impact to the ACTA Program Budget. These costs are included in the FY24 ACTA Program Budget under Professional Services.







July 13, 2023  
ITEM #06

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed and approved the proposed Amendment as to form.

**Transmittals:**

Transmittal 1 – First Amendment to Agreement No. C0892 with Faye Business Systems Group, Inc.

FIRST AMENDMENT  
TO AGREEMENT NO. C0892  
BETWEEN  
THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY  
AND  
FAYE BUSINESS SYSTEMS GROUP, INC.

THIS FIRST AMENDMENT to Agreement No. C0892 is made and entered into by the Alameda Corridor Transportation Authority ("ACTA"), acting by and through its Governing Board, and FAYE BUSINESS SYSTEMS GROUP, INC. ("Consultant") as follows:

1. Section I SERVICES TO BE PERFORMED BY CONSULTANT, Subsection A, is hereby amended as follows:

“A. Consultant agrees to render to ACTA, as an independent contractor, certain professional, technical and expert services as set forth in Exhibit A. Beginning July 1, 2023, Consultant shall render to ACTA the services only as set forth in Exhibit A-1 (“Scope of Work”).”

2. Section III EFFECTIVE DATE AND TERM OF AGREEMENT, Subsection B, is hereby amended as follows:

“B. This Agreement shall be in full force and effect commencing from the date of execution and shall continue until the earlier of the following occurs:

1. Six (6) years have lapsed from the effective date of this Agreement;  
or
2. The Board, in its sole discretion, terminates and cancels all or part of this Agreement for any reason upon giving to Consultant ten (10) days’ notice in writing of its election to cancel and terminate this Agreement.”

3. Section V, COMPENSATION AND PAYMENT, Subsections A and B, are hereby amended as follows:

“A. As compensation for the satisfactory performance of the services required by this Agreement, ACTA shall pay and reimburse Consultant at the rates set forth in Exhibit B from the effective date of the Agreement until June 30, 2023. Beginning July 1, 2023, ACTA shall pay and reimburse Consultant at the rates set forth in Exhibit B-1.

B. The maximum amount payable under this Agreement, including reimbursable expenses (see Exhibit B and Exhibit B-1), shall be One Hundred Twenty-Five Thousand Dollars (\$125,000).

4. Exhibit A-1 “Scope of Work” is attached hereto and made a part of the Agreement.

5. Exhibit B-1 "Compensation" is attached hereto and made a part of the Agreement.

Except as amended herein, all remaining terms and conditions of Agreement No. C0892 shall remain in full force and effect.

The effective date of this amendment shall be the date of its execution by ACTA's Chief Executive Officer or his designee.

IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. C0892 on the date to the left of their signatures.

ALAMEDA CORRIDOR  
TRANSPORTATION AUTHORITY

Date: \_\_\_\_\_

By: \_\_\_\_\_

Michael C. Leue, P.E.  
Chief Executive Officer

Attest: \_\_\_\_\_

Secretary

FAYE BUSINESS SYSTEMS GROUP,  
INC.

Date: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

APPROVED AS TO FORM

\_\_\_\_\_, 2023  
HYDEE FELDSTEIN SOTO, Los Angeles City Attorney

By \_\_\_\_\_  
Heather M. McCloskey, Deputy  
ACTA Co-General Counsel

# Exhibit A-1

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## SCOPE OF WORK

### Overview

The Alameda Corridor Transportation Authority (ACTA) requires assistance to provide as-needed web design, development, and support services.

Work will be authorized on a task order basis. Faye shall work directly with the Public Affairs Office. Each task order requires an estimate to be submitted and approved by the Public Affairs Office to proceed with work. Costs associated with hosting, plugins, themes, and/or other third-party programs approved by ACTA are not included and must be covered in full by ACTA. Faye shall direct all questions, concerns, and comments to the Public Affairs Office.

Services provided under this Agreement, based on the hourly rates listed in Exhibit B-1, shall be approved in advance by the Public Affairs Office through the issuance of a new task order.

### Web Design, Development, & Support Services

At Faye, we are passionate about forming successful long-term relationships with our clients. Our approach to support is a key strategic part of that success. We put the client's livelihood first, very proactively. The core of our support help desk is a Software as a Service (SaaS) helpdesk platform supported by Zendesk.

We provide an ACTA-dedicated web portal free of licensing charges for you. This allows for both web and email-based ticket submission, with extensive tracking, communication history, and Service Level Agreement (SLA) management and reporting.

The support team responding to ACTA requests will be familiar with your implementation and business processes – all members of the support staff are cross-trained and able to provide high-level support when urgently needed.

### Types of Support

Support requests fall into one of two categories: Planned or Unplanned:

#### **Planned**

Each month will include on-going tasks that are mutually planned and prioritized in advance. Examples of these are as follows:

- Cadence Meetings – regularly scheduled meetings used for additional training, support, collaboration, and planning/prioritization of support tasks.
- Custom Development – tasks that require a programming resource. These follow a traditional development lifecycle methodology of scoping, implementation, testing, and publishing.
- Administrative – with the use of the website integrated into day-to-day operations, users may identify areas where minor process enhancements are needed or even additional

training. These tasks typically don't require a programming resource and can usually be handled via a Project Management resource.

- Creative – graphical designs such as logos, hero images, and other assets that typically require UX/Graphic Design resource.

## **Unplanned**

Work focused on urgent bug fixes, system outages, or small feature requests outside of the Planned support tasks. Unplanned work or support-related requests will take priority over scheduled work and the time spent will be deducted from the standard monthly time allocations.

Regardless of the categories, total cost is determined by the time spent by specific resources.

## **Service Level Agreements**

The following are our standard Service Level Agreements (SLAs):

### **Urgent Issues**

- 4-8 business hour initial response time
- This category includes partial outages in the production environment and all other issues that have a major impact on ACTA operations or clients.

### **Standard Issues**

- 2-3 business day initial response time
- This category includes all issues related to ACTA website that don't fit into the Urgent Issues support categories.

Initial response times define how long it will take Faye to begin investigating an issue once reported to Faye via the support portal. If the issue is reported outside of normal business hours (M-F, 8am-6pm PST), Faye's investigation timeframe will begin at the start of the next business day.

Time to resolution will be based on the complexity of the issue. Faye will use their best efforts to resolve the issue within the above-referenced response times, subject to receiving any necessary information from ACTA and having access to the relevant infrastructure, as needed.

Faye will strive to minimize support issues by permanently addressing the cause of the issue at the time of support or, if not possible/practical, by implementing a workaround to resolve the issue as quickly as possible and then working to implement a permanent fix at a later time.

# Exhibit B-1

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## COMPENSATION

As compensation for the satisfactory performance of the services required by this Agreement, beginning July 1, 2023, ACTA agrees to pay and Faye agrees to accept in full satisfaction thereof, the following:

### Website Maintenance & Support Services

Compensation shall be payable upon successful completion of each task order based on the hourly rates listed:

Function	Description	Cost
Project Management	Project management, scoping, technical design, consulting, and day-to-day transactional support.	\$205/hr.
UX/Graphic Design	All graphic design for web, mobile, or digital marketing.	\$225/hr.
Web Development	General CMS maintenance programming, or senior-level programming.	\$225/hr.


# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board

Meeting Date: July 13, 2023

From: Kevin L. Scott, Chief Financial Officer 

Subject: DISCUSS AND APPROVE proposed adjustments to the ACTA Chief Executive Officer Salary and Benefits Package (JPA Resolution No. 23-4) and approve an amendment to the FY2023-2024 ACTA Annual Budget to account for any approved adjustments

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### **Recommendation:**

The Governing Board conducted a performance evaluation for the Chief Executive Officer in Closed Session at its meeting held on July 13, 2023. The Governing Board will discuss and vote in Open Session on any adjustments to the CEO salary and benefits package, and the effective dates for any approved adjustments.

### **Discussion:**

The Governing Board appointed Michael Leue as Chief Executive Officer (CEO) at its meeting held on March 12, 2020. The Governing Board conducted its first performance evaluation for Mr. Leue in closed session during its July 21, 2022 meeting, and at that same meeting approved in open session the CEO's compensation package including a 4% merit increase and 3.5% cost-of-living adjustment. The Board also requested that the CEO receive annual performance evaluations.

The Governing Board conducted an annual performance evaluation for Mr. Leue in closed session during the July 13, 2023 meeting. The CEO's current compensation includes an annual salary of \$311,750 and an annual automobile allowance of \$5,400. ACTA's Publicly Available Pay Schedule for the CEO salary is a minimum of \$231,344 and maximum \$344,568 per annum. The ACTA budget for FY 2023-2024 did not assume an adjustment in the CEO salary, pending evaluation of the Governing Board. Should the Governing Board approve a salary increase, the ACTA Budget will need to be adjusted by the corresponding amount. For reference, the Governing Board approved staff salary budget increases of 3% merit and 4.5% cost-of-living for fiscal year 2024, which was included in the ACTA Budget. The CEO salary has been adjusted by 7.5% since March 2020, while the CPI has increased by 15.8% to date.

The Governing Board may discuss in open session modifications to the CEO's annual salary through merit increase and/or a cost-of-living adjustment, and vote on any motions made by Board Members resulting from such discussions. The effective dates for any adjustments should be included in the proposed motions for approval. A draft resolution for adjustments to the CEO's salary is set forth in Transmittal 1, and any increases approved by the Governing Board will be inserted into the resolution.

**Budget Impact:**

ACTA's approved FY24 annual budget did not assume an increase in CEO salary. The Governing Board may approve an increase for the CEO's current salary for merit and/or cost-of-living adjustments, but such increase will need to be added to the Governing Board approved FY24 annual budget. If the Governing Board approves a salary adjustment through merit and/or cost-of-living increases, then the Governing Board shall be required to approve an amendment to the FY24 budget as part of this item.

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed the draft Resolution, and upon Governing Board approval of adjustments to the CEO salary or benefits package and completion of the Resolution, will approve it as to form.

**Transmittals:**

Transmittal 1 – Resolution No. JPA 23-4



Resolution No. JPA 23-4

APPROVAL OF COMPENSATION INCREASE  
FOR THE CHIEF EXECUTIVE OFFICER  
OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

WHEREAS, the Governing Board appointed Michael Leue as Chief Executive Officer of ACTA on March 12, 2020; and

WHEREAS, on July 21, 2022, the Governing Board conducted a closed session review of Mr. Leue's performance as CEO and in open session approved a 4% merit increase and a 3.5% cost-of-living adjustment to his compensation and a 3% car allowance increase; and

WHEREAS, the Chief Executive's current annual compensation is \$311,750 with an annual car allowance of \$5,400; and

WHEREAS, the ACTA Governing Board met in closed session on July 13, 2023, to evaluate Mr. Leue's performance as CEO during the period from July 22, 2022 through July 12, 2023; and

WHEREAS, the Governing Board discussed and voted upon the CEO compensation adjustments set forth in this Resolution during the open session of its meeting held on July 13, 2023; and

WHEREAS, the Governing Board acknowledges and values Mr. Leue's leadership and dedication during the past year where Mr. Leue has \_\_\_\_\_; and

WHEREAS, the CEO compensation adjustments set forth in this Resolution are within the Publicly Available Pay Schedule for the CEO position approved by the Governing Board at its meeting held on June 1, 2023; and

WHEREAS, an amendment to the approved FY 2023-2024 ACTA budget is required in order to provide sufficient funds for the approved CEO compensation adjustments set forth in this Resolution;

NOW THEREFORE BE IT RESOLVED that the Governing Board of ACTA does hereby approve a merit adjustment in the amount of \_\_\_% and a cost-of-living adjustment in the amount of \_\_\_%, both effective July 1, 2023; and a car allowance adjustment in the amount of \_\_\_%, effective July 1, 2023, for the Chief Executive Officer of ACTA and approves an amendment to increase the FY2023-2024 ACTA budget in the amount of \$\_\_\_\_\_.

AYES:

NOES:

ABSENT:

I HEREBY CERTIFY THAT the foregoing  
resolution was adopted by the ACTA  
Governing Board on at its meeting held on  
July 13, 2023

\_\_\_\_\_  
Maria M. Melendres  
Board Secretary

APPROVED AS TO FORM AND LEGALITY

\_\_\_\_\_, 2023

HYDEE FELDSTEIN SOTO, Los Angeles City Attorney

By \_\_\_\_\_

Heather M. McCloskey, Deputy  
ACTA Co-General Counsel